

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION

In re ACCURAY INC. SECURITIES
LITIGATION

) Master File No. 4:09-cv-03362-CW

) CLASS ACTION

) This Document Relates To:

) REVISED FINAL JUDGMENT AND
) ORDER OF DISMISSAL WITH PREJUDICE

) ALL ACTIONS.

) DATE: Submitted matter
) TIME: Submitted matter
) CTRM: The Honorable Claudia Wilken

1 This matter came before the Court for hearing pursuant to an Order of this Court, dated June
2 10, 2011, on the application of the Settling Parties for approval of the Settlement set forth in the
3 Stipulation of Settlement, dated as of April 27, 2011 (the "Stipulation"). Due and adequate notice
4 having been given of the Settlement as required in said Order, and the Court having considered all
5 papers filed and proceedings held herein and otherwise being fully informed in the premises and
6 good cause appearing therefore, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

7 1. This Judgment incorporates by reference the definitions in the Stipulation, and all
8 terms used herein shall have the same meanings set forth in the Stipulation.

9 2. This Court has jurisdiction over the subject matter of the Litigation and over all
10 parties to the Litigation, including all Members of the Settlement Class.

11 3. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, the Court hereby
12 certifies, for purposes of effectuating this Settlement, a Settlement Class of all Persons who
13 purchased Accuray common stock during the period between February 7, 2007 and August 19, 2008,
14 inclusive, and who were allegedly damaged thereby. Excluded from the Settlement Class are
15 Defendants; any entity in which any Defendant has or had a controlling interest or that is a parent or
16 subsidiary or is controlled by any Defendant; Defendants' officers and directors, including any
17 person who was an officer or director during the Settlement Class Period; Defendants' affiliates,
18 legal representatives, heirs, predecessors, successors or assigns; and members of the Individual
19 Defendants' immediate families. Also excluded from the Settlement Class are those Persons who
20 timely and validly requested exclusion from the Settlement Class pursuant to the Notice of Pendency
21 and Proposed Settlement of Class Action, as set forth in Exhibit 1 attached hereto.

22 4. With respect to the Settlement Class, this Court finds for the purposes of effectuating
23 this Settlement that: (a) the Members of the Settlement Class are so numerous that joinder of all
24 Settlement Class Members in the Litigation is impracticable; (b) there are questions of law and fact
25 common to the Settlement Class which predominate over any individual questions; (c) the claims of
26 the Lead Plaintiffs are typical of the claims of the Settlement Class; (d) the Lead Plaintiffs and Lead
27 Counsel have fairly and adequately represented and protected the interests of all of the Settlement
28 Class Members; and (e) a class action is superior to other available methods for the fair and efficient

1 adjudication of the controversy, considering: (i) the interests of the Members of the Settlement Class
2 in individually controlling the prosecution of the separate actions; (ii) the extent and nature of any
3 litigation concerning the controversy already commenced by Members of the Settlement Class; (iii)
4 the desirability or undesirability of continuing the litigation of these claims in this particular forum;
5 and (iv) the difficulties likely to be encountered in the management of the class action.

6 5. Except as to any individual claim of those Persons (identified in Exhibit 1 attached
7 hereto) who have validly and timely requested exclusion from the Settlement Class, the Litigation
8 and all claims contained therein, including all of the Released Claims, are dismissed with prejudice
9 as to the Lead Plaintiffs and the other Members of the Settlement Class, and as against each and all
10 of the Released Parties. The parties are to bear their own costs, except as otherwise provided in the
11 Stipulation.

12 6. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, this Court hereby
13 approves the Settlement set forth in the Stipulation and finds that said Settlement is, in all respects,
14 fair, reasonable, and adequate to, and is in the best interests of, the Lead Plaintiffs and each of the
15 Settlement Class Members. This Court further finds the Settlement set forth in the Stipulation is the
16 result of arm's-length negotiations between experienced counsel representing the interests of the
17 Lead Plaintiffs, Settlement Class Members, and the Defendants. Accordingly, the Settlement
18 embodied in the Stipulation is hereby approved in all respects and shall be consummated in
19 accordance with its terms and provisions. The Settling Parties are hereby directed to perform the
20 terms of the Stipulation.

21 7. Upon the Effective Date, Lead Plaintiffs and each of the Settlement Class Members
22 shall be deemed to have, and by operation of this Judgment shall have, fully, finally, and forever
23 released, relinquished, and discharged all Released Claims against the Released Parties, whether or
24 not such Settlement Class Member executes and delivers a Proof of Claim and Release form. The
25 Settling Parties acknowledge and the Settlement Class Members shall be deemed by operation of law
26 to acknowledge, that the waiver of Unknown Claims, and of the provisions, rights, and benefits of
27 Section 1542 of the California Civil Code, was bargained for and is a key element of the Settlement
28 of which the release in this paragraph is a part.

1 8. Upon the Effective Date, the Lead Plaintiffs and all Settlement Class Members and
2 anyone claiming through or on behalf of any of them, are forever barred and enjoined from
3 commencing, instituting, or continuing to prosecute any action or proceeding in any court of law or
4 equity, arbitration tribunal, administrative forum, or other forum of any kind, asserting against any of
5 the Released Parties, and each of them, any of the Released Claims.

6 9. Upon the Effective Date, each of the Released Parties shall be deemed to have, and by
7 operation of this Judgment shall have, fully, finally, and forever released, relinquished, and
8 discharged the Lead Plaintiffs, Settlement Class Members, and their counsel, employees, successors,
9 and assigns, from all claims (including, without limitation, Unknown Claims) arising out of, relating
10 to, or in connection with, the institution, prosecution, assertion, settlement, or resolution of the
11 Litigation or the Released Claims.

12 10. The distribution of the Notice of Pendency and Proposed Settlement of Class Action
13 and the publication of the Summary Notice as provided for in the Revised Order Preliminarily
14 Approving Settlement and Providing for Notice constituted the best notice practicable under the
15 circumstances, including individual notice to all Members of the Settlement Class who could be
16 identified through reasonable effort. Said notice provided the best notice practicable under the
17 circumstances of those proceedings and of the matters set forth therein, including the proposed
18 Settlement set forth in the Stipulation, to all Persons entitled to such notice, and said notice fully
19 satisfied the requirements of Federal Rule of Civil Procedure 23, the requirements of due process,
20 and any other applicable law, including the Private Securities Litigation Reform Act of 1995.

21 11. Any Plan of Allocation submitted by Lead Counsel or any Fee and Expense Award
22 shall in no way disturb or affect this Judgment and shall be considered separate from this Judgment.

23 12. Neither the Stipulation nor the Settlement contained therein, nor any act performed or
24 document executed pursuant to or in furtherance of the Stipulation or the Settlement: (a) is or may be
25 deemed to be or may be used as an admission of, or evidence of, the validity of any Released Claim,
26 or of any wrongdoing or liability of the Defendants; or (b) is or may be deemed to be or may be used
27 as an admission of, or evidence of, any fault or omission of any Defendant in any civil, criminal, or
28 administrative proceeding in any court, administrative agency, or other tribunal. Defendants and

1 their Related Parties may file the Stipulation and/or this Judgment in any other action that may be
 2 brought against them in order to support a defense or counterclaim based on principles of *res*
 3 *judicata*, collateral estoppel, release, good faith settlement, judgment bar or reduction, or any other
 4 theory of claim preclusion or issue preclusion or similar defense or counterclaim.

5 13. Without affecting the finality of this Judgment in any way, this Court hereby retains
 6 continuing jurisdiction over: (a) implementation of this Settlement and any award or distribution of
 7 the Settlement Fund, including interest earned thereon; (b) disposition of the Settlement Fund;
 8 (c) hearing and determining applications for attorneys' fees and expenses in the Litigation; and (d)
 9 all Settling Parties for the purpose of construing, enforcing, and administering the Stipulation.

10 14. The Court finds that during the course of the Litigation, the Settling Parties and their
 11 respective counsel at all times complied with the requirements of Federal Rule of Civil Procedure
 12 11.

13 15. In the event that the Settlement does not become effective in accordance with the
 14 terms of the Stipulation or the Effective Date does not occur, or in the event that the Settlement
 15 Fund, or any portion thereof, is returned to the Defendants, then this Judgment shall be rendered null
 16 and void to the extent provided by and in accordance with the Stipulation and shall be vacated and,
 17 in such event, all orders entered and releases delivered in connection herewith shall be null and void
 18 to the extent provided by and in accordance with the Stipulation.

19 16. In the event residual funds remain following distribution of the Net Settlement Fund
 20 in accordance with the procedures set forth in the Stipulation and the Court-approved Plan of
 21 Allocation, those funds shall be paid to St. Jude Children's Research Hospital. The Court finds that
 22 the above *cy pres* distribution of any residual settlement proceeds will be the next best use of such
 23 funds and will indirectly benefit Settlement Class Members.

24 IT IS SO ORDERED.

25 DATED: ____ 12/8/2011 ____


 26 THE HONORABLE CLAUDIA WILKEN
 27 UNITED STATES DISTRICT JUDGE
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CERTIFICATE OF SERVICE

I hereby certify that on November 8, 2011 I authorized the electronic filing of the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the attached Electronic Mail Notice List, and I hereby certify that I caused to be mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF participants indicated on the attached Manual Notice List.

I further certify that I caused this document to be forwarded to the following Designated Internet Site at: <http://securities.stanford.edu>.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on November 8, 2011.

s/ Joy Ann Bull
JOY ANN BULL

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